



The Federal Election Commission  
Washington, DC 20463

MAR 2 4 2006

Matthew F. Didora, Esq.  
Westermann Hamilton Sheehy Aydelott & Keenan, LLP  
Garden City Center, Suite 502  
100 Quentin Roosevelt Boulevard  
Garden City, NY 11530

RE: MURs 5334, 5341 and 5524  
Friends of Marilyn F. O'Grady and Thomas  
Keller, in his official capacity as treasurer  
MUR 5524  
John F. O'Grady


Dear Mr. Didora:

On February 24, 2006, the Federal Election Commission accepted the signed conciliation agreement submitted on your clients' behalf in settlement of violations of the Federal Election Campaign Act of 1971, as amended, and underlying regulations. Accordingly, the file has been closed in this matter. Please be advised that the civil penalty in this agreement reflects unusual factors brought forth during the investigation.

Documents related to the case will be placed on the public record within 30 days. *See* Statement of Policy Regarding Disclosure of Closed Enforcement and Related Files, 68 Fed. Reg. 70,426 (Dec. 18, 2003). Information derived in connection with any conciliation attempt will not become public without the written consent of the respondent and the Commission. *See* 2 U.S.C. § 437g(a)(4)(B).

Enclosed you will find a copy of the fully executed conciliation agreement for your files. Please note that the remainder of the civil penalty, or \$15,000, is due within 30 days of the conciliation agreement's effective date. If you have any questions, please contact me at (202) 694-1598.

Sincerely,

  
Ruth Heilizer  
Attorney

Enclosure:  
Conciliation Agreement

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BEFORE THE FEDERAL ELECTION COMMISSION

RECEIVED  
FEDERAL ELECTION  
COMMISSION  
OFFICE OF GENERAL  
COUNSEL

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In the Matter of )  
 ) MURs 5334, 5341 and 5524  
Friends of Marilyn F. O'Grady and Thomas )  
Keller, in his official capacity as treasurer )  
John F. O'Grady ) MUR 5524

CONCILIATION AGREEMENT

This matter was initiated by signed, sworn, and notarized complaints of Mary Ellen Mendelsohn on behalf of Friends of Carolyn McCarthy, and Jay S. Jacobs, Chairman of Nassau County Democratic Committee, and pursuant to information ascertained by the Federal Election Commission ("Commission") in the normal course of carrying out its supervisory responsibilities. The Commission found reason to believe that Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer (the "Committee"), violated 2 U.S.C. §§ 433(a), 434(a)(2)(A)(i) and (iii), 434(a)(6)(A), 434(a)(11), 434(b), 441a(f), 441b, 441d(a)(1), and 11 C.F.R. §§ 103.4(b)(4), 104.3(d), 104.11(a), 104.18(a)(1) and (2) and that John F. O'Grady (collectively, "Respondents") violated 2 U.S.C. § 441a(a)(1)(A).<sup>1</sup>

WHEREAS, the Commission and the Respondents have participated in informal methods of conciliation prior to a finding of probable cause to believe;

NOW, THEREFORE, the Commission and the Respondents do hereby agree as follows:

I. The Commission has jurisdiction over the Respondents and the subject matter of this proceeding, and this agreement has the effect of an agreement entered pursuant to 2 U.S.C.

<sup>1</sup> All of the facts recounted in this matter occurred prior to the effective date of the Bipartisan Campaign Reform Act of 2002 ("BCRA"), Pub. L. 107-155, 116 Stat. 81 (2002). Accordingly, unless specifically noted to the contrary, all citations to the Act are prior to the effective date of BCRA and all citations to the Commission's regulations are to the 2002 edition of Title 11, Code of Federal Regulations, published prior to the Commission's promulgation of any regulations under BCRA.

§ 437g(a)(4)(A)(i).

II. Respondents have had a reasonable opportunity to demonstrate that no action should be taken in this matter.

III. Respondents enter voluntarily into this agreement with the Commission.

IV. The pertinent facts in this matter are as follows:

1. Friends of Marilyn F. O'Grady is a political committee within the meaning of 2 U.S.C. § 431(4), and is the authorized campaign committee of Marilyn F. O'Grady, a candidate who ran for a U.S. House of Representatives seat in New York's Fourth Congressional District in 2002.

2. Thomas Keller is the treasurer of the Committee.

3. John F. O'Grady is the husband of Marilyn F. O'Grady,

#### STATEMENT OF ORGANIZATION

4. The Federal Election Act of 1971, as amended ("the Act") requires that each authorized political campaign committee file a Statement of Organization no later than ten days after being designated such in a candidate's Statement of Candidacy. 2 U.S.C. § 433(a).

5. The candidate filed her Statement of Candidacy on March 5, 2002, but the Committee did not file its Statement of Organization until March 21, 2002 – six days late.

#### UNTIMELY FILING OF REPORTS AND NOTICES

6. The treasurer of a political committee must file reports of all receipts and disbursements in accordance with the Act. 2 U.S.C. § 434(a)(1). A committee is required to file a quarterly report no later than the 15<sup>th</sup> day after the last day of each calendar quarter in any election

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1 year during which there is a regularly scheduled election for which the candidate is seeking election.

2 2 U.S.C. § 434(a)(2)(A)(iii). A committee is required to file a pre-election report no later than the  
3 12<sup>th</sup> day before any election in which the candidate is seeking election. 2 U.S.C. § 434(a)(2)(A)(i).

4 7. As of January 1, 2001, electronic filing became mandatory for a political  
5 committee that has, or has reason to expect to have, aggregate contributions or expenditures "in  
6 excess of" the "threshold amount" of \$50,000. 2 U.S.C. § 434(a)(11)(i); 11 C.F.R. § 104.18(a)(1);  
7 *see also* Federal Election Comm'n, *The Record*, Vol. 28, No. 1 (January 2002); Federal Election  
8 Comm'n, *The Record*, Vol. 28, No. 4 (April 2002). Once any political committee exceeds, or has  
9 reason to expect to exceed this threshold, all subsequent reports for the remainder of the calendar  
10 year must also be filed electronically. 11 C.F.R. § 104.18(a)(2). Any report filed "on paper" will  
11 not satisfy the committee's filing obligations under section 434(a). *Id.*

12 8. When any authorized campaign committee receives contributions of \$1,000  
13 or more less than 20 days, but more than 48 hours, before any election in which the candidate is  
14 running, the committee must file special notices with the Commission within 48 hours of receiving  
15 the contribution. 2 U.S.C. § 434(a)(6)(A).

16 9. The Committee reported in a paper filing of its July Quarterly Report that it  
17 had raised more than \$5,000 in contributions as of February 21, 2002 and had made a \$7,500  
18 disbursement on March 25, 2002. Since the Committee had met the \$5,000  
19 contribution/expenditure threshold of 2 U.S.C. § 431(2)(A), Marilyn F. O'Grady became a  
20 candidate no later than March 31, 2002 and the Committee was required to file its April Quarterly  
21 Report by April 15, 2002. 11 C.F.R. § 104.1.

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1                   10.     The Committee did not file its April Quarterly Report, which was due on  
2     April 15, 2002, until February 10, 2004. That report, which was filed electronically, disclosed  
3     receipts of \$61,800 and disbursements of \$7,574.

4                   11.     The Committee submitted its July Quarterly Report, which was due on July  
5     15, 2002, on paper on July 11, 2002. The Committee subsequently filed its July Quarterly Report  
6     electronically on February 13, 2004. That report disclosed receipts of \$47,084 and disbursements of  
7     \$52,427.

8                   12.     For the candidate's September 10, 2002 primary, the Committee's 12-Day  
9     Pre-Primary Report covered the period of July 1, 2002 through August 21, 2002, and was due on  
10    August 29, 2002. The Committee filed its 12-Day Pre-Primary Report, incorrectly covering the  
11    period of July 1, 2002 through August 30, 2002, on paper on August 30, 2002. The Committee  
12    subsequently filed its 12-Day Pre-Primary Report electronically on November 1, 2002, disclosing  
13    receipts of \$67,930 and disbursements of \$16,932.

14                  13.     For the candidate's November 5, 2002 general election, the Committee's 12-  
15    Day Pre-General Election Report was due on October 24, 2002. The Committee electronically filed  
16    its 12-Day Pre-General Election Report on October 28, 2002, disclosing receipts of \$81,056 and  
17    disbursements of \$101,377.

18                  14.     The Committee received a \$50,000 contribution from the candidate in the  
19    form of a loan on September 4, 2002 for the primary election, which was less than 20 days and more  
20    than 48 hours before the primary election. The Committee did not file a special notice with the  
21    Commission.

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17. The Committee received a total of \$5,000 in contributions from a political action committee and four individual contributors for the primary and general elections less than 20 days and more than 48 hours before the primary and general elections, respectively. The Committee did not file a special notice with the Commission.

## MISREPORTING

19. During 2002, the Committee received a total of \$255,000 in loans from Marilyn and John F. O'Grady as follows:

<b>Lender</b>	<b>Date Incurred</b>	<b>Amount</b>
Marilyn F. O'Grady	3/22/02	\$50,000
Marilyn F. O'Grady	6/29/02	\$50,000

Marilyn F. O'Grady	9/4/02	\$50,000
Marilyn F. O'Grady	9/9/02	\$20,000
<i>John F. O'Grady</i>	10/04/02	\$15,000
<i>John F. O'Grady</i>	10/21/02	\$10,000
Marilyn F. O'Grady	10/21/02	\$40,000
Marilyn F. O'Grady	10/25/02	\$20,000
<b>Total = \$255,000</b>		

20. The Committee should have initially reported the March 22, 2002 loan in a timely April Quarterly Report, but did not. Instead, the Committee initially reported the \$50,000 March 22, 2002 loan in its paper July Quarterly Report only on Schedule A. Likewise, the Committee reported the \$50,000 June 29, 2002 loan, which should have been dated "July 30, 2002," see Amended 12-Day Pre-Primary Report, in its paper July Quarterly Report only on Schedule A; Schedule C reflects an aggregate loan of \$100,000 but lists no other terms. The Committee failed to continuously report the principal amount of each loan owed on Schedule C for all appropriate reporting periods.

21. On its October Quarterly Report, the Committee incorrectly reported the September 4, 2002 loan as having been incurred on July 30, 2002. The Committee failed to continuously report the principal amount of the loan owed on Schedule C for all appropriate reporting periods.

22. The Committee reported the September 9, 2002 loan on its October Quarterly Report but failed to continuously report the principal amount of the loan owed on Schedule C for all appropriate reporting periods thereafter.

23. The Committee failed to report the October 21, 2002 loan on Schedule A or on the Detailed Summary Page of the 30-Day Post-General Report and, although the Committee

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1 reported the loan on Schedule C of the 30-Day Post-General Report, it failed to report the principal  
2 amount of the loan owed on Schedule C for all appropriate reporting periods thereafter.

3 24. The Committee reported the October 25, 2002 loan on its Post-General Report  
4 but failed to report the principal amount of the loan owed on Schedule C for all appropriate  
5 reporting periods thereafter.

6 25. The Committee failed to report the October 4, 2002 \$15,000 check from John F.  
7 O'Grady on its 12-Day Pre-General Report. It reported the October 21, 2002 \$10,000 check from  
8 John F. O'Grady on the 30-Day Post-General Report as a loan from The candidate on the Detailed  
9 Summary Page and on Schedules A and C. The checks were subsequently misreported as loans  
10 from the candidate on the amended 12-Day Pre-General Report and the amended 30-Day Post-  
11 General Report, respectively.

12 26. The Act requires that reports filed with the Commission must disclose the  
13 amount of cash on hand at the beginning and end of the reporting period; the total amount of receipts  
14 for the reporting period and for the election cycle; and the total amount of disbursements for the  
15 reporting period and for the election cycle. 2 U.S.C. §§ 434(b)(1), (2) and (4).

16 27. The Act requires that when operating expenditures made to the same person  
17 exceed \$200 within in election cycle, a political committee must report the amount, date when the  
18 expenditures were made, name and address of the payee, and purpose of such operating expenditures.  
19 11 C.F.R. § 104.3(b)(4)(i)(A).

20 28. During 2002, the Committee understated receipts by \$62,374, including the  
21 \$40,000 loan referenced in Paragraph 22 and the \$15,000 check referenced in Paragraph 24, and

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1 understated disbursements by \$89,425, including \$85,135 in media services to McLaughlin and  
2 Associates. Some of the misstatement of financial activity resulted from the Committee's improper  
3 inclusion of some of the covered period for the October Quarterly Report in the 12-Day Pre-Primary  
4 Report as well as in the October Quarterly Report, causing a duplication of a portion of the reported  
5 financial activity on both the receipt and disbursements sides. Other disbursements were not  
6 reported at all. These reporting errors and others, as well as the Committee's failure to carry  
7 forward the correct cash balance from the 12-Day Pre-Primary Report to the October Quarterly  
8 Report, contributed to the Committee's understatement of its December 31, 2002 ending cash  
9 balance by \$11,561.

#### 10 **EXCESSIVE AND PROHIBITED CONTRIBUTIONS**

11 29. The Act prohibits individuals from contributing more than \$1,000 for each  
12 election to a federal candidate or candidate committee. 2 U.S.C. § 441a(a)(1)(A). This limitation  
13 applies to family members. *See Buckley v. Valeo*, 424 U.S. 1, 51, n.57 (1976). A contribution  
14 includes "any . . . loan, advance, or deposit of money or anything of value made by any person for  
15 the purpose of influencing any election for Federal office." 2 U.S.C. § 431(8)(A)(i).

16 30. A loan that exceeds the contribution limitations of 2 U.S.C. § 441a is  
17 unlawful whether or not it is repaid. 11 C.F.R. § 100.7(a)(1)(i)(A).

18 31. Political committees are prohibited from knowingly accepting contributions  
19 in excess of the limitations of section 441a. 2 U.S.C. § 441a(f).

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32. Political committees must report contributions for the election to which they were made and identify each person who makes a contribution in excess of \$200 in a calendar year. 2 U.S.C. § 434(b)(2), (3).

33. In October 2002, John F. O'Grady wrote two checks to the Committee totaling \$25,000. The two checks, one for \$15,000 on October 4, 2002, and the other for \$10,000 on October 21, 2002, were imprinted only with the name and credentials of John F. O'Grady as the account holder, and were made from an account in his name that he maintained for his dental practice.

34. The Committee did not report these checks as coming from John F. O'Grady. Instead, the Committee reported them as two loans made by the candidate.

35. In February 2004, after the Committee was informed that \$23,000 of the \$25,000 appeared to be contributions from John F. O'Grady that exceeded the statutory contribution limits, the candidate loaned the Committee \$23,000 from a joint checking account she had with John F. O'Grady. The Committee then refunded \$23,000 to John F. O'Grady (\$25,000 minus \$1,000 permissible contributions to the Committee for the primary and general elections).

36. The Act requires contributors to designate their contributions in writing, 11 C.F.R. § 110.1(b)(2)(i); they can do so by clearly indicating on contribution checks the particular election for which the contribution is being made, 11 C.F.R. § 110.1(b)(4)(i), or by including a "writing" with their contribution which clearly indicates the particular election with respect to which the contribution is being made. 11 C.F.R. § 110.1(b)(4)(ii). In the event that a political committee receives an individual contribution twice the legal limit, before a primary election, the political

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1 committee has the option of requesting the contributor to redesignate, in writing, the excessive  
2 portion of the contribution (up to \$1,000) to the general election, in accordance with 11 C.F.R.  
3 § 110.1(b)(5). 11 C.F.R. § 110.1(b)(4)(iii). Committees are required to retain the written  
4 redesignations for three years. 11 C.F.R. § 102.9(c).

5 37. The Commission's regulations also permit a political committee to receive a  
6 contribution designated in writing for a particular election made after that election, but only to the  
7 extent that the contribution does not exceed net debts outstanding from such election. 11 C.F.R.  
8 § 110.1(b)(3)(i). In the Committee's initially filed 12-Day Pre-General Election Report, no  
9 outstanding debt was reported. However, according to the Committee's amended  
10 12-Day Pre-General Election Report, dated September 17, 2002, the Committee had over \$100,000  
11 in debt from outstanding candidate loans.

12 38. The Committee reported in its 12-Day Pre-General Election Report that it  
13 accepted contributions of \$2,000 each from six individuals to the General Election. The Committee  
14 did not redesignate any of the excessive contributions to the primary, although it noted in its original  
15 12-Day Pre-General Election Report that \$1,000 had been allocated to the primary with respect to  
16 three of the \$2,000 contributions. The Committee also misreported that one of these \$2,000  
17 contributions, a check written on a joint account but signed by only one individual, was from the  
18 other account holder who had not signed the check.

19 39. The Act prohibits political committees from accepting contributions made  
20 from the general treasury funds of corporations. 2 U.S.C. § 441b. This prohibition applies to any  
21 type of corporation, including a non-stock corporation, an incorporated membership organization,

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1 and an incorporated cooperative. *Id.* The Committee did not establish a separate account for  
2 questionable contributions and did not maintain a sufficient balance to refund impermissible  
3 contributions for a majority of the period after October 7, 2002. *See* 11 C.F.R. § 103.3(b)(4).

4 40. The Committee received 37 contributions from 33 different corporate entities  
5 totaling \$9,195 and subsequently refunded \$6,650 to 20 entities, leaving prohibited contributions of  
6 \$2,545 from 13 entities unrefunded.

7 **FAILURE TO INCLUDE A DISCLAIMER**

8 41. Pursuant to 2 U.S.C. § 441d(a) of the Act, "whenever any person makes an  
9 expenditure for the purpose of financing a communication expressly advocating the election or  
10 defeat of a clearly identified candidate or solicits any contribution through any . . . direct mailing,"  
11 such communication must include a disclaimer clearly stating the name of the person who paid for  
12 the communication and indicating whether the communication was authorized by any candidate or  
13 candidate's authorized committee. 2 U.S.C. § 441d(a). Expressly advocating means "any  
14 communication that – (a) Uses phrases such as "vote for the President" . . . which in context can  
15 have no other reasonable meaning than to urge the election or defeat of one or more clearly  
16 identified candidate(s)." 11 C.F.R. § 100.22(a).

17 42. A volunteer for the Committee composed and signed a solicitation letter (the  
18 "letter") to fellow graduates of his high school urging them "and the voters in [their] family to vote  
19 for Marilyn O'Grady on November 5<sup>th</sup>," and to "write a check for \$250 or more payable to Friends  
20 of Marilyn F. O'Grady, and mail it to the above address without delay." The letter lists the address,  
21 email address, and website address of the Committee, and the Committee's address is listed as the

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1 return address on the envelopes used. The letter, which was mailed on or about October 1, 2002,  
2 was authorized and paid for by the Committee but contained no disclaimer to that effect.

3 V. 1. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his  
4 official capacity as treasurer, failed to file timely the Statement of Organization, in violation of  
5 2 U.S.C. § 433(a). Respondents will cease and desist from violating 2 U.S.C. § 433(a).

6 2. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his  
7 official capacity as treasurer, failed to file timely the 2002 April Quarterly, July Quarterly, 12-Day  
8 Pre-Primary, and 12-Day Pre-General Election Reports with the Commission, in violation of  
9 2 U.S.C. §§ 434(a)(2)(A)(i) and (iii). Respondents will cease and desist from violating 2 U.S.C.  
10 §§ 434(a)(2)(A)(i) and (iii).

11 3. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his  
12 official capacity as treasurer, failed to file 48-Hour Notices for primary and general election  
13 contributions totaling \$85,000, in violation of 2 U.S.C. § 434(a)(6)(A). Respondents will cease and  
14 desist from violating 2 U.S.C. § 434(a)(6)(A).

15 4. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his  
16 official capacity as treasurer, failed to electronically file reports with the Commission, in violation  
17 of 2 U.S.C. § 434(a)(11) and 11 C.F.R. §§ 104.18(a)(1) and (2). Respondents will cease and desist  
18 from violating 2 U.S.C. § 434(a)(11) and 11 C.F.R. §§ 104.18(a)(1) and (2).

19 5. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his  
20 official capacity as treasurer, failed to properly report John F. O'Grady's contributions totaling

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\$23,000, in violation of 2 U.S.C. § 434(b). Respondents will cease and desist from violating 2 U.S.C. § 434(b).

6. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer, failed to report some of the loans received and itemize them on Schedule A, in violation of 2 U.S.C. §§ 434(b)(2)(A) and (G). Respondents will cease and desist from violating 2 U.S.C. §§ 434(b)(2)(A) and (G).

7. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer, failed to identify each person who made a contribution to the Committee in excess of \$200, in violation of 2 U.S.C. § 434(b)(3)(A). Respondents will cease and desist from violating 2 U.S.C. § 434(b)(3)(A).

8. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer, failed to identify the amount and date of each loan received, in violation of 2 U.S.C. § 434(b)(3)(E). Respondents will cease and desist from violating 2 U.S.C. § 434(b)(3)(E).

9. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer, failed to continuously report the principal amount of each loan owed by the Committee on Schedule C for all reporting periods in violation of 2 U.S.C. § 434(b)(8) and 11 C.F.R. § 104.3(d). Respondents will cease and desist from violating 2 U.S.C. § 434(b)(8) and 11 C.F.R. § 104.3(d).

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10. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer, knowingly accepted excessive contributions, in violation of 2 U.S.C. § 441a(f). Respondents will cease and desist from violating 2 U.S.C. § 441a(f).

11. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer, knowingly accepted corporate contributions, in violation of 2 U.S.C. § 441b. Respondents will cease and desist from violating 2 U.S.C. § 441b.

12. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer, failed to include a disclaimer on a letter that expressly advocated the election of a clearly identified federal candidate and solicited contributions, in violation of 2 U.S.C. § 441d(a)(1). Respondents will cease and desist from violating 2 U.S.C. § 441d(a)(1).

13. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer, misstated receipts, disbursements, and its ending cash balance in its 2002 disclosure reports filed with the Commission, in violation of 2 U.S.C. §§ 434(b)(1), (2) and (4). Respondents will cease and desist from violating 2 U.S.C. §§ 434(b)(1), (2) and (4).

14. Respondents Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer, failed to report all expenditures with the amount, date when the expenditures were made, name and address of the payee, and purpose of such operating expenditures in violation of 11 C.F.R. § 104.3(b)(4)(i)(A). Respondents will cease and desist from violating 11 C.F.R. § 104.3(b)(4)(i)(A).

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1                   15.     Respondent John F. O'Grady made excessive contributions totaling \$23,000,  
2     in violation of 2 U.S.C. § 441a(a)(1)(A). Respondent will cease and desist from violating 2 U.S.C.  
3     § 441a(a)(1)(A).

4           VI.     The Commission has determined that the appropriate civil penalty for Respondents'  
5     violations is Thirty Thousand Dollars (\$30,000), pursuant to 2 U.S.C. § 437g(a)(5)(A). In  
6     considering the appropriate civil penalty in these matters, the Commission has found mitigating  
7     circumstances, including that Marilyn F. O'Grady has negotiated to pay the civil penalty for  
8     Respondent Friends of Marilyn F. O'Grady and Thomas Keller, in his official capacity as treasurer,  
9     as well as that she was a first-time federal candidate in 2002, and that her committee cooperated  
10    during the audit process and thereafter amended its reports.

11          VII.    The Commission, on request of anyone filing a complaint under 2 U.S.C.  
12    § 437g(a)(1) concerning the matters at issue herein or on its own motion, may review compliance  
13    with this agreement. If the Commission believes that this agreement or any requirement thereof has  
14    been violated, it may institute a civil action for relief in the United States District Court for the  
15    District of Columbia.

16          VIII.   This agreement shall become effective as of the date that all parties hereto have  
17    executed same and the Commission has approved the entire agreement.

18          IX.     Respondents shall have no more than 30 days from the date this agreement becomes  
19    effective to comply with and implement the requirements contained in this agreement and to so  
20    notify the Commission.

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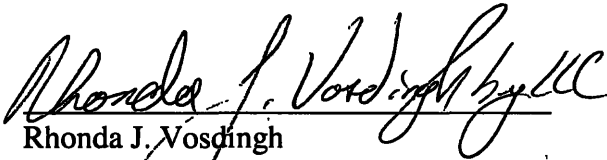


X. This Conciliation Agreement constitutes the entire agreement between the parties on the matters raised herein, and no other statement, promise, or agreement, either written or oral, made by either party or by agents of either party, that is not contained in this written agreement shall be enforceable.

**FOR THE COMMISSION:**

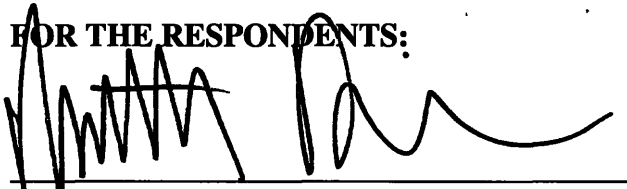
Lawrence H. Norton  
General Counsel

BY:

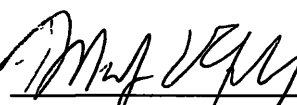
  
Rhonda J. Vosdingh  
Associate General Counsel  
for Enforcement

3/24/06  
Date

**FOR THE RESPONDENTS:**

  
Matthew F. Didora, Esq.  
Counsel for Respondents

1/24/06  
Date

  
Dr. Marilyn F. O'Grady in behalf  
of Friends of Marilyn F  
O'Grady

1/24/06  
Date

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